

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Post-Effective Date Debtors.¹	§	(Jointly Administered)
	§	

**STIPULATION AND AGREEMENT BETWEEN THE PLAN ADMINISTRATOR,
THE APACHE PARTIES, AND GOM SHELF LLC FURTHER EXTENDING
THE DEADLINE TO FILE CERTAIN ADMINISTRATIVE EXPENSE CLAIMS**

This stipulation and agreement (the “**Stipulation**”) is entered into by and among (i) the plan administrator (the “**Plan Administrator**”) appointed pursuant to the *Modified Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* [ECF No. 2008] (the “**Plan**”),² (ii) Apache Corporation, Apache Shelf, Inc., Apache Deepwater LLC, and Apache Shelf Exploration LLC (collectively, the “**Apache Parties**”), and (iii) GOM Shelf LLC (“**GOM Shelf**” and, together with the Plan Administrator and the Apache Parties, the “**Parties**”). The Parties hereby stipulate and agree as follows:

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III, LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “Post-Effective Date Subsidiaries”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtor), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Plan.

WHEREAS, the deadline for a party to file an Administrative Expense Claim was March 25, 2022, at 5:00 p.m. (prevailing Central Time) (the “**Administrative Expense Claim Bar Date**”);

WHEREAS, the Parties are engaged in discussions with respect to seismic data (the “**Seismic Data Discussion**”);

WHEREAS, on March 25, 2022, the Parties entered into the *Stipulation and Agreement Between the Plan Administrator, the Apache Parties, and GOM Shelf LLC to Extend Deadline to File Administrative Expense Claims* [ECF No. 2423] extending the Administrative Expense Claim Bar Date as it pertains to the Apache Parties and GOM Shelf to April 15, 2022 at 11:59 p.m. (prevailing Central Time) solely with respect to claim(s) regarding seismic data, if any;

WHEREAS, on April 13, 2022, the Parties entered into the *Stipulation and Agreement Between the Plan Administrator, the Apache Parties, and GOM Shelf LLC Further Extending the Deadline to File Certain Administrative Expense Claims* [ECF No. 2433] further extending the Administrative Expense Claim Bar Date as it pertains to the Apache Parties and GOM Shelf to May 15, 2022 at 11:59 p.m. (prevailing Central Time) solely with respect to claim(s) regarding seismic data, if any;

WHEREAS, the Plan Administrator has agreed to further extend the Administrative Expense Claim Bar Date for the Apache Parties and GOM Shelf to **May 20, 2022, at 11:59 p.m. (prevailing Central Time)** solely with respect to any claim(s) regarding seismic data while the Parties continue the Seismic Data Discussion.

NOW, THEREFORE, IT IS STIPULATED AND AGREED as follows:

1. The Administrative Expense Claim Bar Date, as it pertains to the Apache Parties and GOM Shelf, is hereby further extended to **May 20, 2022 at 11:59 p.m. (prevailing Central Time)** solely with respect to claim(s) regarding seismic data, if any (such period between the

date this Stipulation is executed and May 20, 2022, the “**Extension Period**”), and without prejudice for the Apache Parties and GOM Shelf to seek further extensions of the Administrative Expense Claim Bar Date solely with respect to claim(s) regarding seismic data, if any.

2. The Parties agree to continue the Seismic Data Discussion, including holding bi-weekly meetings with respect to the seismic data during the Extension Period (unless the Parties agree in writing (email shall suffice) to forgo any such meeting).

3. This Stipulation may not be modified, amended, or vacated other than by a signed writing executed by the Parties.

4. Each person who executes this Stipulation on behalf of a Party hereto represents that he or she is duly authorized to execute this Stipulation on behalf of such Party.

5. Entry into this Stipulation is without prejudice to the Parties’ rights, arguments, claims or defenses for all purposes.

6. The Parties agree that this Court shall retain jurisdiction to interpret, implement and enforce the provisions of this Stipulation.

[Remainder of page left blank]

Dated: May 12, 2022
Houston, Texas

/s/ Jessica Liou

WEIL, GOTSHAL & MANGES LLP
Alfredo R. Pérez (15776275)
Clifford W. Carlson (24090024)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: Alfredo.Perez@weil.com
Clifford.Carlson@weil.com

– and –

WEIL, GOTSHAL & MANGES LLP
Matthew S. Barr (admitted *pro hac vice*)
Jessica Liou (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Matt.Barr@weil.com
Jessica.Liou@weil.com

*Attorneys for the Plan Administrator and certain
Post-Effective Date Debtors*

/s/ Catherine Diktaban

HUNTON ANDREWS KURTH LLP
Robin Russell (17424001)
Catherine Diktaban (24109810)
600 Travis Street, Suite 4200
Houston, Texas 77002
Telephone: (713) 220-4086
Email: rrussell@HuntonAK.com
cdiktaban@HuntonAK.com

Attorneys for the Apache Parties

/s/ Jason S. Brooker

GRAY REED & MCGRAW LLP
Jason S. Brookner (24033684)
1300 Post Oak Blvd., Suite 2000
Houston, Texas 77056
Telephone: (469) 320-6132
Email: jbrookner@grayreed.com

Attorney for GOM Shelf

Certificate of Service

I hereby certify that on May 12, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jessica Liou